

ECKERT SEAMANS CHERIN & MELLOTT, LLC

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Hearing Date: November 20, 2019 (TBD)

Hearing Time: 10:00 a.m.

Objection Date and Time:

November 13, 2019 at 5:00 p.m.

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*Counsel for DXC Technology Services, LLC,
Successor-in-interest to Computer Sciences Corporation
and CSC Covansys Corporation*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, et al.,
Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive, Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings, Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF HEARING TO CONSIDER AMENDED MOTION OF DXC
TECHNOLOGY SERVICES, LLC FOR ALLOWANCE OF ADMINISTRATIVE
EXPENSE CLAIM**

PLEASE TAKE NOTICE that a hearing will be held on **November 20, 2019 at 10:00 a.m. (EST)** before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), 300 Quarropas Street, White Plains, New York 10601-4140, or as soon thereafter as counsel may be heard by the Court, to consider the Amended Motion of DXC Technology Services, LLC, for Allowance of Administrative Expense Claim (the “Amended Motion”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Amended Motion must be filed with the Bankruptcy Court in accordance with the local rules and served so as to be received on or before **November 13, 2019 at 5:00 p.m.**

Dated: White Plains, New York
November 12, 2019

Respectfully submitted,

ECKERT SEAMANS CHERIN & MELLOTT, LLC

By: /s/ Christopher F. Graham
Christopher F. Graham, Esq.
Sarah H. Morrissey, Esq.

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Attorneys for DXC Technology Services, LLC

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**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, et al.,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**AMENDED MOTION OF DXC TECHNOLOGY SERVICES, LLC FOR
ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive, Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings, Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

DXC Technology Services, LLC, successor-in-interest to Computer Sciences Corporation and CSC Covansys Corporation (“DXC”), by and through its undersigned counsel, hereby submits this Amended Motion for entry of an order, substantially in the form of the proposed order submitted herewith, allowing the administrative expense owed to DXC by Sears Holdings Corporation (the “Debtors” and separately, a “Debtor”) pursuant to section 503(b) of the U.S. Bankruptcy Code (the “Code”). In support of its Amended Motion, DXC respectfully states as follows:

BACKGROUND

1. On October 15, 2018 (the “Petition Date”), the above-captioned debtors (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”).

2. Following the Petition Date, the Debtors continued to operate their business and manage their employees, property and other assets, as a debtor-in-possession under sections 1107 and 1108 of the Bankruptcy Code, in the same manner as they did prior to the Petition Date.

3. DXC provided information technology services to the Debtors both pre-petition and post-petition.

4. This is a claim for amounts owed for services provided to the Debtors post-petition and thus an administrative expense pursuant to section 503 of the Bankruptcy Code.

5. On or about October 9, 2019, DXC filed its Motion for Allowance of Administrative Claim wherein it asserted that it had provided \$57,740.83 worth of post-petition services to Debtors (the “Administrative Claim”), which remains unpaid [Docket No. 5346].

Copies of the applicable invoices were attached as **Exhibit A** to the Motion and incorporated by reference.

6. The total of the invoices for post-petition services was incorrectly stated in the Motion. The correct amount of DXC's Administrative Claim is \$105,686.00, as evidenced by the attached invoices.

RELIEF REQUESTED AND BASIS THEREFOR

7. DXC respectfully requests that the Court enter an order allowing the payment of the Administrative Claim (as corrected herein) as an administrative expense.

8. 11 U.S.C. § 503 permits the allowance of claims with administrative expense priority, and provides that "[a]n entity may timely file a request for payment of an administrative expense[.]" 11 U.S.C. § 503(a).

9. More specifically, 11 U.S.C. § 503(b) sets forth the requirements that must be met before a claim will receive priority over other claims. Section 503(b) provides that an administrative expense claim must be: (a) an actual, necessary cost and expense of preserving the estate; which was (b) rendered after the commencement of the bankruptcy.

10. In this instance, DXC provided services to the Debtors.

11. Certainly, informational technology services are a necessary cost and expense of preserving the estate of an operating business.

12. DXC provided the services in question after the Petition Date, resulting in the Administrative Claim.

13. The Administrative Claim remains unpaid.

WHEREFORE, DXC Technology Services, LLC, successor-in-interest to Computer Sciences Corporation and CSC Covansys Corporation, respectfully requests that the Court enter

an order allowing an administrative claim against the Debtors in the amount of \$105,686.00, and granting such other and further relief as this Court finds just, proper and equitable.

Dated: White Plains, New York
November 12, 2019

Respectfully submitted,

ECKERT SEAMANS CHERIN & MELLOTT, LLC

By: /s/ Christopher F. Graham
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Attorneys for DXC Technology Services, LLC

EXHIBIT A

Reprint



Invoice

Invoice Date: 01/07/2019

Invoice No. 70121182

Client: 10001237 / 10001237

**Sears Holdings Management
Corporation
MAIL STATION B4-262A
3333 Beverly Rd
Hoffman Estates IL 60179-0001**

**Computer Sciences Corporation
CSC Covansys Corporation
25800 Northwestern Hwy, Ste 525
Southfield MI 48075-8400**

Terms: 60 days due net

Purchase Order: PO884068

Services Rendered: 12/01/2018 to 12/31/2018

Pos	Description	Qty	Unit	Price	Amount(USD)
Invoice for the following:					
Description: Home Service Applications					
WBS Element: R-010000228.0241					
241	Home Service Applications	1.00	EA	31,495.00	31,495.00
Project Total					31,495.00
Sum of Items					31,495.00
Taxes:					
Net Total:					31,495.00

Reprint



Invoice

Invoice Date: 01/25/2019

Invoice No. 70124492

Client: 10001237 / 10001237

**Sears Holdings Management
Corporation
MAIL STATION B4-262A
3333 Beverly Rd
Hoffman Estates IL 60179-0001**

**Computer Sciences Corporation
CSC Covansys Corporation
25800 Northwestern Hwy, Ste 525
Southfield MI 48075-8400**

Terms: 60 days due net

Purchase Order: PO884068

Services Rendered: 10/15/2018 to 10/31/2018

Pos	Description	Qty	Unit	Price	Amount(USD)
Invoice for the following:					
Description: Home Service Applications					
WBS Element: R-010000228.0241					
241	Home Service Applications	1.00	EA	15,747.50	15,747.50
Project Total					15,747.50
Sum of Items					15,747.50
Taxes:					
Net Total:					15,747.50

Reprint



Invoice

Invoice Date: 02/05/2019

Invoice No. 70125290

Client: 10001237 / 10001237

Sears Holdings Management
Corporation
MAIL STATION B4-262A
3333 Beverly Rd
Hoffman Estates IL 60179-0001

Computer Sciences Corporation
CSC Covansys Corporation
25800 Northwestern Hwy, Ste 525
Southfield MI 48075-8400

Terms: 60 days due net

Purchase Order: PO884068

Services Rendered: 01/01/2019 to 01/31/2019

Pos	Description	Qty	Unit	Price	Amount(USD)
Invoice for the following:					
Description: Home Service Applications					
WBS Element: R-010000228.0241					
241	Home Service Applications	1.00	EA	31,495.00	31,495.00
Project Total					31,495.00
Sum of Items					31,495.00
Taxes:					
Net Total:					31,495.00

Reprint



Invoice

Invoice Date: 04/10/2019

Invoice No. 70136539

Client: 10001237 / 10001237

Transform Holdco
3333 Beverly Rd
Hoffman Estates IL 60179-0001

Computer Sciences Corporation
CSC Covansys Corporation
25800 Northwestern Hwy, Ste 525
Southfield MI 48075-8400

Terms: 60 days due net

Purchase Order: PO884068

Services Rendered: 02/01/2019 to 02/10/2019

Pos	Description	Qty	Unit	Price	Amount(USD)
Invoice for the following:					
Description: Home Service Applications					
WBS Element: R-010000228.0241					
241	Home Service Applications	1.00	EA	9,448.50	9,448.50
Project Total					9,448.50
Sum of Items					9,448.50
Taxes:					
Net Total:					9,448.50

Reprint



Invoice

Invoice Date: 05/14/2019

Invoice No. 70140778

Client: 10009634 / 10009634

Transform Holdco
3333 Beverly Rd
Hoffman Estates IL 60179-0001

Computer Sciences Corporation
CSC Covansys Corporation
25800 Northwestern Hwy, Ste 525
Southfield MI 48075-8400

Terms: 30 days due net

Services Rendered: 01/21/2019 to 02/10/2019

Pos	Description	Qty	Unit	Price	Amount(USD)
Invoice for the following:					
Description: Mainframe Apps Migration assesment					
WBS Element: R-010126646.0001					
1	Mainframe Apps Migration assesment	1.00	EA	17,500.00	17,500.00
Project Total					17,500.00
Sum of Items					17,500.00
Taxes:					
Net Total:					17,500.00

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, et al.,
Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**ORDER GRANTING AMENDED MOTION OF DXC TECHNOLOGY SERVICES,
LLC FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**

UPON consideration of the Amended Motion of DXC Technology Services, LLC (the “Movant”) for Allowance of Administrative Claim, and responses thereto, it is hereby:

ORDERED, that Movant is granted an allowed administrative claim against the Debtors in the amount of \$105,686.00.

Dated: White Plains, New York
November __, 2019

United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive, Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings, Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, et al.,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

CERTIFICATE OF SERVICE

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The undersigned hereby certifies that I am over the age of 18 years old and that on the 12th day of November, 2019, I caused a true and correct copy of DXC Technology Services, LLC's *Notice of Hearing to Consider Amended Motion of DXC Technology Services, LLC for Allowance of Administrative Expense Claim* to be served via ECF upon all parties registered to receive service in this case.

Dated: White Plains, New York
November 12, 2019

By: /s/ Christopher F. Graham
Christopher F. Graham, Esq.